

Current Report

Current Report according	- art 226 para. (1) from Law no. 297/2004 and art. 113 letter (A) para. (1) letter (b) From NSC Regulation no.1/2006
Date of the report:	- 10.04.2017
Name of the issuer	- S.C. ZENTIVA S.A.
Main seat:	- Bd. Theodor Pallady no.50, Bucharest
Tel. /Fax no.:	- 021-3047200 /021-345.40.04
Unique Code:	- 336206
Registration No.	- J/40/363/1991
Shared capital	- 41.696.115 RON
Capital market	- Bucharest Stock Exchange

Significant events to be reported:

Considering:

- (i) The request received by ZENTIVA S.A. on Aprilie 7, 2017 sent by Fond de Pensii Administrat Privat NN, through its representative, NN Pensii Societate de Administrare a unui Fond de Pensii Administrat Privat SA, owning 23.932.975 shares issued by Zentiva SA, representing 5,73986% from Zentiva SA's social capital asking the completion of the Agenda of General Ordinary Assembly of Zentiva Shareholders scheduled on 27.04.2017, 9:00, with three additional items, as follows:
- *Approval of distribution as dividends of the amount of 150.000.000 RON, out of which 100.000.000 RON from the company's available reserves (other than the legal ones) and the amount of 50.0000.0000 RON from the reported result and fixing the gross value of the dividend at 0.35957 RON/share and establishment of June 9, 2017 as payment date, as per the provisions of the article 129³ (1) from the Regulation no. 1/2006;*
 - *Within 30 days from the date of the general assembly, drafting by the Board of Directors of the Company and putting at the disposal of the shareholders of a report which should mention, distinctively, the following information, updated to such report's date:*
 - *Recovery level of the Company's receivables against affiliated companies, by indicating the debtor, the value and how old is each of the receivable;*
 - *Details regarding the terms and circumstances of the acquisition, from affiliated companies, of the equipments for the syrups production line and the way these will be used;*
 - *Details regarding the management and marketing agreements concluded by the Company for the expenses indicated under the point 6.2 "Other operating expenses" from the Financial Statements related to 2016 and to the payments made to the Company's directors;*
 - *Details related the diversification way of the Company's commercial relations in order to ensure its commercial robustness even in case of the absence of the contracts with affiliates;*
 - *Contracting of the services of Ernst&Young Assurance Services SRL or of any other authorized auditor to draft an audit report regarding the Company financial exposure concerning the transfer price files and the relations with affiliated entities and empowerment of the Company's General Manager to set up the terms and conditions of the services agreement. The auditor's opinion will be communicated to the shareholders within 3 months from the date of the general assembly;*
- (ii) Publication of the Convening of the General Ordinary Assembly of Zentiva Shareholders scheduled on 27.04.2017, 9:00, in the Official Gazette no. 983 from 24.03.2017;
- (iii) Provisions of the article 117¹ from the Law no. 31/1990;

The Agenda of the General Ordinary Assembly of Zentiva Shareholders scheduled on 27.04.2017, 9:00, will be completed in accordance with the above mentioned request, thus the completed Agenda will be as follows:

The completed agenda of the General Ordinary Assembly of Zentiva Shareholders scheduled on 27.04.2017, 9:00:

- 1. Approval of the 2016 financial statements;**
- 2. Approval of the distribution of the net profit for 2016, gross value of the dividend and June 9, 2017 as dividends payment date;**
- 3. Appointment of the external financial auditor and fixing of the audit engagement duration;**
- 4. Approval of the Revenue and Expenditures Budget for 2017;**
- 5. Appointment of new member within the Board of Directors;**
- 6. Determining the annual remuneration of the Company's directors for the 2017 financial year;**
- 7. Discharge of administration of the board of directors' members for the 2016 financial year;**
- 8. Establishment of the date of May 17, 2017 as the date of identification of the shareholders being affected by the resolution, in compliance with the provisions of Article 238 (1) of Law no. 297/2004 on the capital market;**
- 9. Establishment of the date of May 16, 2017 as ex date, in compliance with the provisions of Regulation no. 1/2006 as amended by the Regulation no. 13/2014.**
- 10. Approval of distribution as dividends of the amount of 150.000.000 RON, out of which 100.000.000 RON from the company's available reserves (other than the legal ones) and the amount of 50.000.000 RON from the reported result and fixing the gross value of the dividend at 0.35957 RON/share and establishment of June 9, 2017 as payment date, as per the provisions of the article 129³ (1) from the Regulation no. 1/2006;**
- 11. Within 30 days from the date of the general assembly, drafting by the Board of Directors of the Company and putting at the disposal of the shareholders of a report which should mention, distinctively, the following information, updated to such report's date:**
 - *Recovery level of the Company's receivables against affiliated companies, by indicating the debtor, the value and how old is each of the receivable;*
 - *Details regarding the terms and circumstances of the acquisition, from affiliated companies, of the equipments for the syrups production line and the way these will be used;*
 - *Details regarding the management and marketing agreements concluded by the Company for the expenses indicated under the point 6.2 "Other operating expenses" from the Financial Statements related to 2016 and to the payments made to the Company's directors;*
 - *Details related the diversification way of the Company's commercial relations in order to ensure its commercial robustness even in case of the absence of the contracts with affiliates;*
- 12. Contracting of the services of Ernst&Young Assurance Services SRL or of any other authorized auditor to draft an audit report regarding the Company financial exposure concerning the transfer price files and the relations with affiliated entities and empowerment of the Company's General Manager to set up the terms and conditions of the services**

agreement. The auditor's opinion will be communicated to the shareholders within 3 months from the date of the general assembly;

The shareholders registered at the reference date may attend and vote within the general meeting in person or may be represented by persons other than shareholders, save for the directors, based on special power of attorney.

The shareholders may attend the general meeting upon proving their identity, in the case of shareholders – individuals with their I.D., and in the case of shareholders – legal entities and of shareholders – represented individuals, with special or general power of attorney given to the individual representing them.

The general power of attorney may be granted for a period of no more than 3 years, for all items on the agenda of the General Meeting of Shareholders.

The special power of attorney may be granted for representation at a single General Meeting of Shareholders and must contain the vote expressed by the shareholder according to the agenda.

The general or special power of attorney will be drafted in three original copies, one for the Company, the second copy will be handed over to the representative, the third copy remaining with the shareholder. Upon filing in and signing it, the copy of the special power of attorney intended for the Company, accompanied by a copy of the I.D. or of the registration certificate of the represented shareholder, will be submitted, in original, at the Company's seat on April 25, 2017, 9.00 a.m., at the latest. The power of attorney may also be delivered in electronic format, via e-mail at the address: cristian.tudose@zentiva.ro, accompanied by a copy of the I.D. or of registration certificate of the represented shareholder, provided that the original is sent to the Company by April 25, 2017, 9.00 a.m.

The shareholders may also be represented by a special power of attorney in .pdf format having incorporated an extended electronic signature, in compliance with the provisions of Law no. 455/2001, power of attorney which may also be delivered in electronic format, via e-mail at the address: cristian.tudose@zentiva.ro, by April 25, 2017, 9.00 a.m.

The applications for the position of members in the Company's Board of Directors may be submitted, according to Article 117¹ of Law no. 31/1990, republished, as subsequently amended and supplemented, at the Company's seat by April 9, 2017 at the latest. A CV will be included for each nominated applicant, CV indicating at least the applicant's name, residence and professional qualification.

The list containing information in relation to the name, residence and professional qualification of the persons nominated for the position of director, may be consulted and supplemented by the shareholders under the aforesaid conditions.

The shareholders registered at the reference date in the shareholders' register may vote by correspondence before the date of the general meeting, by using the form for vote by correspondence. The form for vote by correspondence with signature notarization by a notary public together with a copy of the I.D. or registration certificate of the shareholder, will be delivered to the Company, in original, at its seat by April 25, 2017, 9:00a.m., at the latest.

The special power of attorney form, the form for vote by correspondence, the draft decision, as well as the information materials subject to approval on the Meeting's agenda, may be obtained both at the Company's seat, and from the Company's website, as of March 27, 2017. The special power of attorney form, as well as the form for vote by correspondence will also be available in the English language.

One or more shareholders, holding individually or jointly at least 5% of the share capital, are entitled to enter new items on the agenda of the general meeting of shareholders, provided that each point is accompanied by a justification or by a draft decision proposed for approval by the general meeting, which will be delivered in written form at the Company's seat by April 9, 2017.

In addition, one or more shareholders, holding individually or jointly at least 5% of the share capital, are entitled to present draft decisions for the items included or proposed to be included on the agenda of the general meeting, right which may be exercised in writing at the Company's seat, by the end of April 9, 2017.

The Company's shareholders may address written questions concerning the items on the agenda of the general meeting of shareholders and submit such questions at the Company's seat together with copies of the identification documents allowing for the identification of the shareholder (copy of I.D. in the case of shareholders – individuals and registration certificate accompanied by the official document attesting its capacity as legal representative of the shareholder, in the case of shareholders – legal entities), as well as the bank statement reflecting the capacity of shareholder and the number of shares held, by April 18, 2017, at the latest.

The Company may issue a general reply for questions having the same content. The answers will be available on the Company's website in the FAQ section, in Q&A form.



All documents sent to the Company with respect to the general meeting of shareholders will be delivered in a closed envelope, with the following note written thereon: *“For the Ordinary General Meeting of Shareholders of April 27/28, 2017”*.

Further information may be acquired at the Company’s seat or by calling 0372173557.

Simona Cocos
General Manager